

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
NORTHWESTERN CORPORATION,	)	Case No. 03-12872 (JLP)
	)	
Debtor.	)	<b>Re: Docket Nos. 2919 and 2943</b>
	)	

**DESIGNATION OF ADDITIONAL ITEMS TO BE INCLUDED IN THE  
RECORD ON APPEAL AND REFORMULATION OF STATEMENT  
OF THE ISSUES TO BE PRESENTED ON APPEAL OF  
MAGTEN ASSET MANAGEMENT CORPORATION AND  
LAW DEBENTURE TRUST COMPANY OF NEW YORK, AS TRUSTEE**

The Plan Committee appointed in the above-captioned chapter 11 case of NorthWestern Corporation (“NOR”) pursuant to Section 7.9 of NorthWestern’s Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, by and through its undersigned counsel, in connection with the appeal of Magten Asset Management Corporation (“Magten”) and Law Debenture Trust Company (“Law Debenture”) from the Order Denying Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York, files this Designation of Additional Items to be Included in the Record on Appeal and Reformulation of the Statement of the Issues to be Presented to the United States District Court of Delaware.

**DESIGNATION OF ADDITIONAL ITEMS  
TO BE INCLUDED IN THE RECORD ON APPEAL**

No.	Case No./ Docket No.	Item Description
1	03-12872/ # 118	Notice of Appointment of Official Committee of Unsecured Creditors
2	03-12872/ # 197	Order Establishing Deadlines for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof

3	03-12872/ # 257	Motion of Official Committee of Unsecured Creditors for Entry of an Order Permitting Securities Trading Upon Establishment of an Ethical Wall (and all Exhibits thereto)
4	03-12872/ # 406	Affidavits of Angelo Kurtzman Attesting to Notice of Bar Date Given to Creditors
5	03-12872/ # 449	Third Amended Notice of Appointment of Official Committee of Unsecured Creditors
6	03-12872/ # 634-641	Affidavits of Publication of notice of bar date
7	03-12872/ # 1223	Fifth Amended Notice of Appointment of Official Committee of Unsecured Creditors
8	03-12872/ # 1261	Order Denying Motion of Magten Asset Management Corporation for an Order Extending Time for the Official Committee of Unsecured Creditors and Parties in Interest to Investigate and Object to the Liens and Claims of Credit Suisse First Boston
9	03-12872/ # 2081	Appellee, Paul, Hastings, Designation of Additional Documents for the Record and Objection to Statement of Issues on Appeal
10	03-12872/ # 2109	Order Authorizing the Debtor to Enter Into Certain Agreements Related to Exit Financing Facility and to Pay Fees in Connection Therewith
11	03-12872/ # 2966	Order Removing Exhibits "R" & "S" To The Kaplan Declaration From The Court's Docket
12	04-53324/ # 7	Motion of the Official Committee of Unsecured Creditors to Intervene in Adversary Proceeding
13	04-53324/ # 12	Reply to Limited Objection of Magten Asset Management Corporation to Motion of the Official Committee of Unsecured Creditors to Intervene in Adversary Proceeding
14	04-53324/ # 13	Notice of Completion of Briefing Filed by Official Committee of Unsecured Creditors
15	04-53324/ # 14	Order Allowing The Official Committee of Unsecured Creditors to Intervene in an Adversary Proceeding
16	04-53324/ # 17	Joinder of the Official Committee of Unsecured Creditors in Debtor's Motion to Dismiss the Complaint of Magten Asset Management Corporation and Law Debenture
17	04-53324/ # 21	Joinder of the Official Committee of Unsecured Creditors of NorthWestern Corporation in Debtor's Reply in Further Support of Its Motion to Dismiss the Complaint of Magten Asset Management Corporation and Law Debenture Trust Company of New York
18	04-53324/ # 23	Order Reassigning Adversary Proceeding to the Honorable Charles G. Case, II
19	04-55051/ # 95	Order Reassigning Adversary Proceeding to the Honorable John L. Peterson

20	District Court 04-1389/ # 16	Order of the District Court Denying Magten's Motion for a Stay Pending Appeal of the Order Confirming the Debtor's Second Amended and Restated Plan of Reorganization
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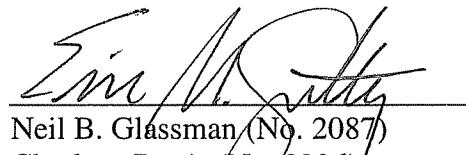
**REFORMULATION OF STATEMENT OF ISSUES TO BE PRESENTED**

1. Whether the Bankruptcy Court abused its discretion in denying approval of a proposed settlement agreement that would violate the terms of NOR's substantially consummated Second Amended and Restated Plan of Reorganization.

Dated: April 7, 2005

THE BAYARD FIRM

By:

  
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